

EXHIBIT B

(Proposed Order)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

**ORDER GRANTING TRUSTEE'S MOTION FOR AUTHORITY TO RETAIN SPECIAL
COUNSEL NUNC PRO TUNC AS OF JANUARY 15, 2009**

The cause having come before the Court upon the motion (the "Motion") of Irving H. Picard, Esq. (the "Trustee"), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC ("Debtor" or "BLMIS"), for authority to retain special counsel *nunc pro tunc* as of January 15, 2009, due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified Williams, Barristers and Attorneys ("Williams") as special counsel, and the Court being fully advised in the premises,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Notice of the Motion to those persons and entities who have requested notice of all matters in this case shall be sufficient.
3. The Court finds that Williams is hereby deemed disinterested under 15 U.S.C. § 78eee(b)(6)(B).
4. The Trustee is authorized to retain Williams as special counsel to the Trustee as

provided in the Motion, *nunc pro tunc*, as of January 15, 2009.

Dated: New York, New York
April ____, 2009

BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE